

**Presentment Date and Time: October 19, 2018 at 10:00 a.m. (ET)**

**Objection Date and Time: October 12, 2018 at 4:00 p.m. (ET)**

**BROWN RUDNICK LLP**

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*Proposed Counsel to the Official Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

HOOPER HOLMES, INC.

D/B/A PROVANT HEALTH, et al,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-23302 (RDD)

(Jointly Administered)

**NOTICE OF PRESENTMENT OF APPLICATION FOR ORDER AUTHORIZING  
THE RETENTION OF BERKELEY RESEARCH GROUP, LLC AS FINANCIAL  
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS NUNC PRO TUNC TO SEPTEMBER 6, 2018**

**PLEASE TAKE NOTICE** that upon the annexed Application for Order Authorizing the Retention of Berkeley Research Group, LLC as Financial Advisor to the Official Committee Of Unsecured Creditors Nunc Pro Tunc to September 6, 2018 (the “Application”), the undersigned

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Hooper Holmes, Inc. (9359); Hooper Distribution Services, LLC (6838); Hooper Wellness, LLC (6005); Accountable Health Solutions, LLC (9625); Hooper Information Services, Inc. (4927); Hooper Kit Services, LLC (8378); and Provant Health Solutions, LLC (8511). The location of the Debtors’ corporate headquarters is 560 N. Rogers Road, Olathe, KS 66286.

will present the proposed order annexed as **Exhibit A** to the Application to the Honorable Robert D. Drain of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), for signature on **October 19, 2018, at 10:00 a.m. (prevailing Eastern Time)** (the “Presentment Date”) or as soon thereafter as is practicable.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (each, an “Objection”) to the Application and the relief requested therein shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the basis for the Objection and the specific grounds therefor, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-399 by registered users of the Bankruptcy Court’s case filing system (the User’s Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov> the official website for the Bankruptcy Court), with a hard copy delivered directly to chambers pursuant to Local Bankruptcy Rule 9070-1 and served so as to be actually received no later than **October 12, 2018, at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”), upon (i) Hooper Holmes, Inc. d/b/a Provant Health, 560 N. Rogers Road, Olathe, Kansas 66062 (Attn: Mark Clermont, President); (ii) proposed counsel to the Debtors, Foley & Lardner LLP, 90 Park Avenue, New York, New York 10016-1314 (Attn: Richard J. Bernard, Esq.); (iii) counsel to the DIP Lender, Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801-1659 (Attn: Christopher M. Winter, Esq. and Michael Latowski, Esq. (iv) counsel to the U.S. Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Susan A. Arbeit, Esq.); and (v) proposed counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.).

**PLEASE TAKE FURTHER NOTICE** that, if no Objections are timely filed and served with respect to the Application, the Committee shall, on the Presentment Date, submit to the Bankruptcy Court an order substantially in the form annexed as **Exhibit A** to the Application, which order the Bankruptcy Court may enter without further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that, if an Objection is timely filed and served, a hearing at a date and time to be set by the Court.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Application may be obtained free of charge by visiting the website of Epiq Corporate Restructuring, LLC at <http://dm.epiq11.com/hooperholmes>. You may also obtain copies of any pleadings by visiting the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: October 2, 2018  
New York, New York

**BROWN RUDNICK LLP**

By: /s/ Edward S. Weisfelner

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**Presentment Date and Time: October 19, 2018 at 10:00 a.m. (ET)**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

HOOPER HOLMES, INC.

D/B/A PROVANT HEALTH, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-23302 (RDD)

(Jointly Administered)

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF BERKELEY RESEARCH GROUP, LLC AS FINANCIAL  
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO SEPTEMBER 6, 2018**

The Official Committee of Unsecured Creditors (the “Committee”) of Hooper Holmes, Inc. d/b/a Provant Health, *et al.*, as debtors and debtors-in-possession in these proceedings (the “Debtors”) hereby files this application (this “Application”) for an order, substantially in the

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Hooper Holmes, Inc. (9359); Hooper Distribution Services, LLC (6838); Hooper Wellness, LLC (6005); Accountable Health Solutions, LLC (9625); Hooper Information Services, Inc. (4927); Hooper Kit Services, LLC (8378); and Provant Health Solutions, LLC (8511). The location of the Debtors’ corporate headquarters is 560 N. Rogers Road, Olathe, KS 66286.

form attached hereto as **Exhibit A**, pursuant to sections 328(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) authorizing the retention and employment of Berkeley Research Group, LLC (“BRG”) as its financial advisor *nunc pro tunc* to September 6, 2018, pursuant to that certain engagement letter, attached hereto as **Exhibit C** (the “Engagement Letter”). In support of the Application, the Committee also files the (i) *Affidavit of David Galfus in Support of the Application for Entry of an Order Authorizing the Employment and Retention of Berkeley Research Group, LLC as Financial Advisor to the Official Committee of Unsecured Creditors, Nunc Pro Tunc to September 6, 2018* (the “Galfus Affidavit”), attached hereto as **Exhibit B**.

### **JURISDICTION AND VENUE**

1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and grant the relief requested herein. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328(a) and 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014 and Local Rule 2014-1.

### **BACKGROUND**

2. On August 27, 2018 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Cases”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Debtors are authorized to continue operating their businesses and managing their properties as debtors in

possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Cases.

3. On September 6, 2018, the United States Trustee for the Southern District of New York (the “United States Trustee”) selected the Committee members. The Committee is presently comprised of the following members: (i) MinuteClinic, L.L.C.; (ii) Moore Medical; and (iii) ND Data Group of RI d/b/a New Directions. Also on September 6, 2018, the Committee selected Brown Rudnick LLP (“Counsel”) as its legal counsel, and BRG as its financial advisor.

### **REQUESTED RELIEF AND GROUNDS THEREFOR**

4. The Committee respectfully requests entry of an order pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code authorizing BRG to perform financial advisory services that will be necessary during these Cases. The Debtors are a large, complex enterprise, and the Committee requires the services of an experienced financial advisor such as BRG. Immediately upon its selection, BRG commenced work on several time-sensitive matters and promptly devoted substantial resources to these cases pending submission and approval of this Application. To allow BRG to be compensated for work performed prior to and after the submission of the Application, the Committee seeks to employ and retain BRG as its financial advisor *nunc pro tunc* to September 6, 2018.

#### **A. Qualifications of Professionals**

4. BRG has significant qualifications and experience in providing the services contemplated herein. BRG is a multinational strategic advisory and consulting firm with approximately 1,100 professionals. BRG’s Corporate Finance practice consists of senior financial, management consulting, accounting, and other professionals who specialize in providing financial, business, and strategic assistance, typically in distressed business settings.

BRG has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries, including pharmaceuticals. BRG has experience in restructuring, transaction advisory, litigation support, solvency, and valuation matters and provided a focus on viable solutions that maximize value for companies and creditors. BRG's services include forensic analysis, plan development and implementation, and advice on sale/merger transactions. BRG serves troubled companies, debtors, secured and unsecured creditors, equity holders, and other parties in both in-court and out-of-court engagements. The Committee believes that BRG's services are necessary to enable the Committee to assess and monitor the Debtors' restructuring efforts in furtherance of the Committee's obligations to protect the interests of and maximize value for all unsecured creditors.

**B. Services to be Rendered**

5. BRG will provide such financial advisory services to the Committee and its legal advisors as they deem appropriate and necessary to advise the Committee during the course of these Cases. BRG intends to communicate regularly with the Committee and its legal advisors to ensure that the actual financial advisory services performed are appropriate based on the status of the case and needs of the Committee.

6. The services to be rendered by BRG, which services may be subject to modification at the Committee's request, are necessary to enable the Committee to faithfully execute its statutory duties to unsecured creditors. Subject to further Order of this Court, and in accordance with the Engagement Letter, the Committee has requested that BRG render the following financial advisory services:

- a) Advising and assisting the Committee with respect to any debtor-in-possession financing arrangements and/or use of cash;

- b) Providing the Committee assurance of the Debtors' compliance with the approved uses of cash collateral;
- c) Reviewing cash disbursements and capital requirements on an on-going basis for the period subsequent to the commencement of the Cases;
- d) Advising and assisting the Committee and Counsel in reviewing and evaluating any court motions, applications, or other forms of relief, filed or to be filed by the Debtors, or any other parties-in-interest;
- e) Evaluating relief requested in cash management motion, including proper controls related to financial transparency into intercompany transactions;
- f) Assisting Counsel in the investigation of properly perfected liens, including performing cash tracing and establishing identifiable collateral proceeds, if any;
- g) Monitoring and critically challenging the asset sale process or processes conducted by the Debtors;
- h) Advising and assisting the Committee in identifying and/or reviewing any preference payments, fraudulent conveyances, and other potential causes of action that the Debtors' estates may hold against insiders and/or third parties;
- i) Analyzing both historical and ongoing related party transactions of the Debtors and non-Debtor affiliates;
- j) Providing electronic forensic assistance as necessary;
- k) Advising and assisting the Committee in its analysis and monitoring of the Debtors' and non-Debtor affiliates' historical, current, and projected financial affairs, including, SEC filings, schedules of assets and liabilities and statement of financial affairs;
- l) Monitoring the Debtors' financial performance relative to projections to enable the Committee to evaluate any relevant operational issues and validate underlying operational and financial business plan assumptions against historical financial and cash flow performance;



m) Analyzing the Debtors' and non-Debtor affiliates' assets and possible recoveries to creditor constituencies under various scenarios;

n) Monitoring Debtors' claims management process, including analyzing claims and guarantees, and summarizing claims by entity

o) Reviewing and providing analysis of any bankruptcy plan and disclosure statement relating to the Debtors including, the assessment of projections to ensure any plan or reorganization is supported by a credible business plan/projections, and if applicable, the development and analysis of any bankruptcy plans proposed by the Committee;

p) Advising and assisting the Committee in its assessment of the Debtors' employee needs and related costs;

q) As appropriate and in concert with the Committee's other professionals, analyzing any prior sale or purchase processes and transactions and assessing the reasonableness of the process and the consideration received;

r) Working with the Debtors' advisors to ensure that any restructuring or sale transaction is structured to minimize tax liabilities to the estate; and

s) Performing other potential services, including: rendering expert testimony, issuing expert reports and or preparing litigation, valuation and forensic analyses that have not yet been identified but as may be requested from time to time by the Committee or Counsel.

7. The Committee believes it is necessary to retain BRG as its financial advisor to render the foregoing professional services. In light of BRG's substantial experience and expertise and the complex nature of the Debtors' business and financial affairs, the Committee believes that BRG is well qualified to represent it in these bankruptcy cases and to provide such services in a cost-effective, efficient and timely manner.

8. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that, with the prior written consent of the Committee, it uses the services of independent

contractors or subcontractors (“Contractors”) in these cases, pass-through the cost of Contractors to the Debtors at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks as required for BRG; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

**C. Disinterestedness of Professionals**

9. To the best of the Committee’s knowledge and based upon and subject to the disclosures made in the Galfus Affidavit filed contemporaneously herewith, BRG is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code and the Committee is satisfied that (i) BRG represents no interest adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged and that its employment is in the best interest of the estates; (ii) BRG and Managing Directors and Directors of BRG do not have any financial interest or business with the Debtors; (iii) BRG has no connection with the United States Trustee or any other person employed in the office of the United States Trustee; and (iv) BRG has no connection with the bankruptcy judge approving the employment of BRG as the Committee’s financial advisor. BRG has not provided, and will not provide, any professional services to the Debtors, any other creditors, other parties in interest, or their respective attorneys and accountants with regard to any matter related to these Cases.

10. From time to time, BRG may be asked to value and manage the liquidation of assets of investment funds. Such investment funds could, from time to time, take positions in debt or equity of the Debtors, without BRG’s knowledge or consent. BRG has no pecuniary interest in such investment funds, nor will BRG profit from the value realized from the sale of their interests in the Debtors. Under such circumstances, if BRG is providing valuation work on any debt or equity securities of the Debtors for any investment fund for the duration of this engagement, then the BRG employee undertaking such work will be restricted and have no

access to the confidential information of the Debtors. Moreover, to the extent any employee of BRG is utilized by the Debtors for valuation expertise (and, accordingly, given access to confidential information of the Debtors), for the duration of this engagement that employee will not perform any valuation work on any debt or equity securities of the Debtors for any investment fund.

**D. Professional Compensation**

11. BRG has advised the Committee, and the Committee has agreed, that BRG will charge hourly rates reflecting a fifteen percent (15%) discount from its standard hourly rates for professional services rendered, plus reimbursement of actual and necessary expenses incurred by BRG. The professional fees shall be calculated by multiplying the hours worked by the discounted hourly billing rates in effect for the specific personnel involved. The hourly rates charged by BRG for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and the types of services being provided. In the ordinary course of business, BRG periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience, and increases in the cost of doing business. Actual and necessary expenses include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes and other direct expenses.

12. BRG has advised the Committee that its fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly). BRG has also advised the Committee that it intends to make application to the Court for allowance of its fees. BRG's compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application. BRG intends to apply to the Court for

compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any order establishing procedures for interim compensation that may be entered in the Cases.

13. For professional services, fees are usually based on BRG's standard hourly rates. As discussed and agreed to with the Committee, for purposes of this engagement, BRG has agreed to a 15% discount off of the standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The current standard hourly rates for BRG personnel (prior to the agreed upon discount) are as follows:

	2018
Managing Director	\$675 - \$995
Director	\$505 - \$740
Professional Staff	\$260 - \$510
Support Staff	\$135 - \$195

These hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. The rates for the BRG professionals principally anticipated to be assigned to this engagement are as follows: Christopher Kearns (\$995), David Galfus (\$995), Richard Wright (\$740), Brian Park (\$360), and Aldo Dianderas (\$275). As discussed and agreed to with the Committee, for purposes of this engagement, BRG will discount its standard hourly rates by fifteen percent (15%).

14. Consistent with the firm's policy with respect to its other clients, BRG will continue to charge the Committee for other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include,

among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately.

15. BRG will also request compensation for any time and expenses (including, without limitation, reasonable legal fees and expenses, except in the case of legal fees pertaining to any fee defense) that may be incurred in considering or responding to discovery requests or other requests for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

16. BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to Counsel), shall be liable for the fees, expenses or other amounts payable to BRG.

17. Regardless of the time and manner of interim compensation, BRG understands that, subject to this Court's orders, BRG will be required to follow the procedures for final allowance of fees at the end of the bankruptcy cases.

18. No promises have been received by BRG, nor any employee or independent contractor thereof, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Except for internal agreements among the employees and independent contractors of BRG regarding the sharing of revenue or compensation, neither BRG nor any of its employees or independent contractors has entered into an agreement or understanding to share compensation with any other entity as described in Bankruptcy Rule 2016.

**E. Indemnification Provision**

19. The Engagement Letter provides that as a condition to BRG's employment, the Court will have entered an order providing BRG with an indemnity as detailed in the Engagement Letter (the "Indemnity").

20. The Indemnity includes qualifications and limitations on the indemnifications and limitation on liability provisions that are customary in chapter 11 cases in New York. Accordingly, the Committee and BRG believe that the Indemnity is customary and reasonable for engagements of this type and should be approved.

21. BRG acknowledges that neither the Committee nor any of its individual members shall have any liability for the Indemnity.

**NOTICE**

22. The Committee will provide notice of this Application to the following parties, or in lieu thereof, to their counsel, if known: (i) the Debtors; (ii) counsel to the Debtors; (iii) the Office of the U. S. Trustee; (iv) counsel to the Debtors' prepetition secured lenders; (v) counsel to the DIP Lenders; (vi) the Internal Revenue Service, the Securities and Exchange Commission, and any other federal, state, or local governmental agency to the extent required by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, or order of the Court; (vii) any other party who has filed a notice of appearance in the Case; and (viii) any other party entitled to notice pursuant to Bankruptcy Rule 2002 (the "Notice Parties"). The Committee respectfully submits that, in light of the nature of the relief requested, no further notice is necessary or required.

**NO PRIOR REQUEST**

23. No prior application has been made in this or any other court.

24. The Committee submits that this Application does not present novel issues of law requiring the citation to any authority, other than the statutes and rules cited above and, accordingly, submits that no brief is necessary.

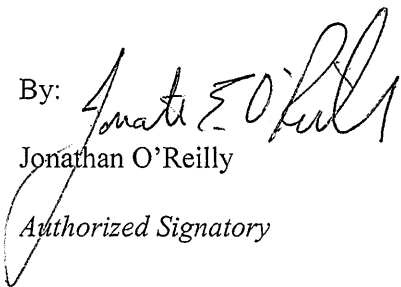
**WHEREFORE**, the Committee hereby respectfully requests that it be authorized to retain and employ BRG as its financial advisor *nunc pro tunc* to September 6, 2018 and that BRG be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper.

*October*  
Dated: September 2, 2018

Respectfully submitted,

The Official Committee of Unsecured  
Creditors of Hooper Holmes, Inc. d/b/a  
Provant Health, *et al.*

By:

  
Jonathan O'Reilly

*Authorized Signatory*



# **EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

HOOPER HOLMES, INC.  
D/B/A PROVANT HEALTH, et al.,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 18-23302 (RDD)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
BERKELEY RESEARCH GROUP, LLC AS FINANCIAL ADVISOR FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO SEPTEMBER 6, 2018**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Hooper Holmes, Inc. d/b/a Provant Health, *et al.*, as debtors and debtors-in-possession in these proceedings (the “Debtors”), for entry of an order authorizing the Committee to employ and retain Berkeley Research Group, LLC (“BRG”) as financial advisor *nunc pro tunc* to September 6, 2018, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code; and upon the Affidavit of David Galfus of BRG (the “Galfus Affidavit”) attached to the Application as **Exhibit B**; and the Court having reviewed the BRG engagement letter attached to the Application as **Exhibit C** (the “Engagement Letter”); and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this application was appropriate

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Hooper Holmes, Inc. (9359); Hooper Distribution Services, LLC (6838); Hooper Wellness, LLC (6005); Accountable Health Solutions, LLC (9625); Hooper Information Services, Inc. (4927); Hooper Kit Services, LLC (8378); and Provant Health Solutions, LLC (8511). The location of the Debtors’ corporate headquarters is 560 N. Rogers Road, Olathe, KS 66286.

under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Galfus Affidavit, that BRG does not represent or hold any interest adverse to the Debtors or its estates as to the matters upon which BRG has been and is to be employed, and that BRG is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application, in the Galfus Affidavit and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent set forth herein.
2. In accordance with sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee is authorized to employ and to retain BRG as its financial advisor, *nunc pro tunc* to September 6, 2018, on the terms and conditions set forth in the Application, in the Galfus Affidavit and in the Engagement Letter, provided that:

- (a) All requests for payment of indemnity, contribution, or otherwise pursuant to the Engagement Letter shall be made by means of an interim or final fee application and shall be subject to the approval of, and review by, the Court to ensure that such payment conforms to the terms of the Engagement Letter, the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the orders of this Court, and is reasonable based on the circumstances of the litigation or settlement in respect of which indemnity is sought; provided that in no event shall any person be indemnified or receive contribution to the extent that any claim arose or

expense has resulted from any such losses finally judicially determined by a court of competent jurisdiction to have primarily resulted from the bad- faith, self-dealing, breach of fiduciary duty, if any, gross negligence, or willful misconduct on the part of that or any other person entitled to indemnity under the Engagement Letter.

- (b) In no event shall any person be indemnified or receive contribution or other payment under the indemnification provisions of the Engagement Letter if such person asserts a claim for, and the Court determines by final order that such claim primarily arose out of, such person's bad-faith, self-dealing, breach of fiduciary duty, if any, gross negligence, or willful misconduct on the part of that or any other person entitled to indemnity under the Engagement Letter.
- (c) In the event any person seeks reimbursement for attorneys' fees from the Debtors pursuant to the Engagement Letter, the invoices and supporting time records from such attorneys shall be annexed to BRG's own interim and final fee applications, and such invoices and time records shall be subject to the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated January 29, 2013 (General Order M-447) ("Amended Guidelines"), the United States Trustee Fee Guidelines effective January 30, 1996 (the "UST Guidelines") and the approval of the Court under the standards of section 330 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

3. BRG shall file interim and final fee applications for allowance of compensation and reimbursement of out-of-pocket expenses pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, the Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (General Order M-412), the Amended Guidelines, the UST Guidelines, and any other Orders of the Court.

4. Prior to any increases in BRG's rates, BRG shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the United States Trustee and any official committee, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

5. The Committee and BRG are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2018  
New York, NY

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

HOOPER HOLMES, INC.  
D/B/A PROVANT HEALTH, et al,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 18-23302 (RDD)

(Jointly Administered)

**AFFIDAVIT OF DAVID GOLFUS IN SUPPORT OF THE APPLICATION FOR  
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF BERKELEY RESEARCH GROUP, LLC AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS, NUNC PRO TUNC TO SEPTEMBER 6, 2018**

STATE OF NEW JERSEY       )  
  ) ss.:  
COUNTY OF BERGEN       )

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), **DAVID GOLFUS**, being duly sworn, deposes and says:

1. I am a Managing Director of Berkeley Research Group, LLC (“BRG”), a professional services firm with offices located at 250 Pehle Avenue, Suite 301, Saddle Brook, NJ 07663. I am duly authorized to make this affidavit on behalf of BRG. Unless otherwise stated in this Affidavit, I have personal knowledge of the facts set forth herein and, if called as a witness, I could and would testify thereto.<sup>2</sup>

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Hooper Holmes, Inc. (9359); Hooper Distribution Services, LLC (6838); Hooper Wellness, LLC (6005); Accountable Health Solutions, LLC (9625); Hooper Information Services, Inc. (4927); Hooper Kit Services, LLC (8378); and Provant Health Solutions, LLC (8511). The location of the Debtors’ corporate headquarters is 560 N. Rogers Road, Olathe, KS 66286.

<sup>2</sup> Certain of the disclosures set forth herein relate to matters within the knowledge of other Managing Directors and



2. I submit this Affidavit in support of the application (“Application”)<sup>3</sup> of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (collectively, the “Debtors”) seeking entry of an order authorizing the Committee to employ BRG as financial advisor to the Committee, nunc pro tunc to September 6, 2018, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), and pursuant to Bankruptcy Rules 2014 and 2016 and Local Rule 2014-1.

3. BRG is well-suited to act as financial advisor to the Committee in these Chapter 11 Cases. BRG is a multinational strategic advisory and consulting firm with approximately 1,100 professionals. BRG’s Corporate Finance practice has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries, including pharmaceuticals. BRG’s Corporate Finance practice has experience in restructuring, transaction advisory, litigation support, solvency and valuation matters and has provided a focus on viable solutions that maximize value for companies and creditors. BRG’s services include forensic analysis, plan development and implementation, and advice on sale/merger transactions. Moreover, the Corporate Finance professionals at BRG have assisted and advised debtors, creditors, creditors’ committees, bondholders, investors, and others in numerous bankruptcy cases, including Orexigen Therapeutics, Vitamin World, 21<sup>st</sup> Century Oncology Holdings, Inc., Real Industry/ Real Alloy, Peabody Energy Corporation, M&G USA Corporation, Nine West Holdings, Inc., Sabine Oil & Gas Corp, Molycorp Inc., Arch Coal Inc. Quicksilver Resources, Inc., Reichhold Holdings US, Inc., Brookstone Holding Corp., MF Global Holdings, Ltd., Refco, Inc., Chrysler (a.k.a. Old Carco LLC), Tropicana Entertainment, LLC, W.R. Grace, Mirant Energy, Penson Worldwide, Collins & Aikman, AWI Delaware, Federal-Mogul, SemGroup,

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<sup>3</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Nortel Networks Inc., and Calpine<sup>4</sup>.

4. On September 6, 2018, the Committee selected BRG to serve as its financial advisor, to perform financial advisory and litigation support services in connection with the Chapter 11 Cases. Since its retention by the Committee, BRG has become familiar with the Debtors' businesses and financial affairs and is therefore particularly qualified to serve as the Committee's financial advisor.

5. BRG has agreed to provide financial advisory services to the Committee pursuant to the engagement letter between the Committee and BRG effective as of September 6, 2018 (the "Engagement Letter"), a copy of which is attached as Exhibit C to the Application.

6. Notwithstanding anything in this Application to the contrary, BRG shall: (i) to the extent that, with the prior written consent of the Committee, it uses the services of independent contractors or subcontractors (the "Contractors") in these cases, pass through the cost of Contractors to the Debtors at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks as required for BRG; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

7. The terms and conditions of BRG's proposed retention were negotiated between the Committee and BRG, and reflect the parties' mutual agreement as to the substantial efforts that will be required in this engagement.

8. As discussed and agreed to with the Committee, for purposes of this engagement, and with respect to the services to be provided, BRG will be entitled to receive as compensation for its services, fees based on hours worked times rates, plus reimbursement of actual and necessary expenses incurred by BRG. As discussed and agreed to with the Committee, for purposes of this engagement, BRG will discount its standard hourly rates by fifteen percent (15%). Actual and necessary expenses include, among other things, travel and lodging expenses, business meals, costs

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<sup>4</sup> The professionals were employed in certain of these engagements prior to joining BRG.

of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes and other direct expenses. The current standard hourly rates for BRG are as follows:

	2018
Managing Director	\$675 - \$995
Director	\$505 - \$740
Professional Staff	\$260 - \$510
Support Staff	\$135 - \$195

These hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. The rates for the BRG professionals anticipated to be assigned to this engagement are as follows: Christopher Kearns (\$995), David Galfus (\$995), Richard Wright (\$740), Brian Park (\$360), and Aldo Dianderas (\$275). As discussed and agreed to with the Committee, for purposes of this engagement, BRG will discount its standard hourly rates by fifteen percent (15%). We believe that our standard hourly rates are at or below those of firms we consider our peers.

9. BRG intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules (including any order adopting any guidelines promulgated by the Office of the United States Trustee), the Engagement Letter, and any additional procedures that may be established by the Court in the Cases.

10. BRG is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code because BRG and its Managing Directors and Directors:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two years before the Petition Date, directors, officers, or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the Debtors’

estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or for any other reason.

11. Moreover, to the best of my knowledge, information and belief formed after reasonable inquiry, BRG and its Managing Directors and Directors have no interests that are materially adverse to the Debtors' estates or the creditors in these Cases.

12. To determine BRG's relationship with the parties-in-interest identified by the Committee to BRG, in preparing this Affidavit, I caused the names of the parties set forth in Exhibit B-1, which is attached hereto, to be submitted to BRG's internal conflicts procedures. This list was compiled by reviewing various documents, submitted by the Debtors' counsel to the Court, including their retention documents. Accordingly, we are relying on the accuracy and completeness of the information in connection with our conflict review and disclosure. To the best of my knowledge, information and belief, neither I nor any other Managing Director or Director of BRG has any connection with or holds any interest adverse to the Debtors, their estates, creditors, shareholders, or any other party in interest herein or their respective attorneys in the matters for which BRG is proposed to be employed, except that BRG has provided other consulting services, and may in the future provide such services, to certain of the Debtors' creditors or other parties-in-interest unrelated to the Debtors' cases. As set forth in Exhibit B-2, which is attached hereto, BRG has certain relationships with certain parties-in-interest in these cases, but such relationships are unrelated to either the Debtors or these cases.

13. None of the engagements set forth in Exhibit B-2 are related to these cases.

14. From time to time, BRG may be asked to value and manage the liquidation of assets of investment funds. Such investment funds could, from time to time, take positions in debt or equity of the Debtors, without BRG's knowledge or consent. BRG has no pecuniary interest in such investment funds, nor will BRG profit from the value realized from the sale of their interests

in the Debtors. Under such circumstances, if BRG is providing valuation work on any debt or equity securities of the Debtors for any investment fund for the duration of this engagement, then the BRG employee undertaking such work will be restricted and have no access to the confidential information of the Debtors. Moreover, to the extent any employee of BRG is utilized by the Debtors for valuation expertise (and, accordingly, given access to confidential information of the Debtors), for the duration of this engagement that employee will not perform any valuation work on any debt or equity securities of the Debtors for any investment fund.

15. To the extent I discover any additional facts bearing on the matters described herein and required to be disclosed during the period of the Committee's retention of BRG, I will supplement the information contained in this Affidavit.

16. To the best of my knowledge, BRG has not been engaged to assist any entity or person other than the Committee on matters relating to, or in connection with, these cases. If this Court approves the proposed employment of BRG by the Committee, then BRG will not accept any engagement or perform any services in these cases for any entity or person other than the Committee. BRG may, however, continue to provide professional services to, and engage in commercial or professional relationships with, entities or persons that may be creditors of the Debtors in these cases; provided, however, that such services do not and will not relate to, or have any direct connection with, these cases.

17. I am not related or connected to and, to the best of my knowledge, no other Managing Director or Director of BRG is related or connected to any United States Bankruptcy Judge or District Judge for the Southern District of New York, or the United States Trustee for the Southern District of New York or to any employee in the offices thereof.

18. No promises have been received by BRG nor any employee or independent contractor thereof as to payment or compensation in connection with these cases other than in

accordance with the provisions of the Bankruptcy Code. Except for internal agreements among the employees and independent contractors of BRG regarding the sharing of revenue or compensation, neither BRG nor any of its employees or independent contractors has entered into an agreement or understanding to share compensation as described in Bankruptcy Rule 2016.

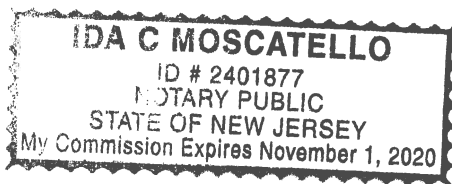
19. The foregoing constitutes the statement of BRG pursuant to sections 504 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rule 2014-1.

  
\_\_\_\_\_  
David Galfus

Sworn to before me this

28 th day of September, 2018

  
\_\_\_\_\_  
Notary Public



**Exhibit B-1**

**List of Potential Parties in Interest**

**Debtors**

Accountable Health Solutions, LLC  
Hooper Distribution Services, LLC  
Hooper Holmes, Inc.  
Hooper Information Services, Inc.  
Hooper Kit Services, LLC  
Hooper Wellness, LLC  
Provant Health Solutions, LLC

**Customers**

Abt Associates  
Add Health DUA (Carolina Population Center)  
Aetna  
Andrews Kurth LLP  
Anheuser-Busch, LLC  
Aqua-Chem, Inc.  
Arkos Field Services  
Awana  
Beaver Dam  
Benefit Source Inc.  
Benicomp Advantage, Inc  
Best, Best & Krieger LLP  
BIOIQ  
BOINGO  
Boscov's Department Store, LLC  
Business Health Services  
Cargill, Incorporated  
Castlight Health, Inc  
CCS Medical  
Children's Health System of Te  
Chrysler  
City of Olathe  
Clariant Corporation  
Clinical Reference Laboratory  
Cloudera, Inc  
Community Hospital Corp.  
ConAgra Foods, Inc.  
Conoco Phillips Company  
Continental Benefits  
Crossmark  
CSM Bakery Solutions LLC  
Damage Control & DC Restoration  
Disney  
Diversified Communications  
Donan Engineering Co, Inc.

Doylestown Health  
Duquesne Light Holdings, Inc.  
Elbit Systems of America  
Emser Tile  
Ernst & Young  
Fikes Wholesale, INC.  
FM Global  
Fortinet, INC.  
Good Shepherd Health System  
GP Strategies  
Graymont, Inc.  
Group & Pension Administrators  
Hallmark  
Hasbro  
Health Catalyst  
HEALTHCHECK 360  
HealthNow Claims Billing  
HealthNow New York Inc.  
Healthways Inc  
Henkel Corporation  
Hilcorp Energy Company  
Hill View Retirement Center  
Hillman Group  
Hodges-Mace, LLC  
Holmes Murphy & Assoc  
Hormel Foods Corporation  
HPN Worldwide  
Hub International Limited  
Humana  
Incentisoft  
Intercontinental Hotel Group  
Iron Workers Local No 8  
Jenny Craig  
Jewish Federation of  
JP Morgan Chase & Co.  
Kaman Corp  
Kenny Pipe & Supply, Inc.  
Lennox International  
Lereta Tax & Flood Services  
LHOIST North America  
Limeade  
Little Rock Christian Academy  
Lumentum Operations, LLC  
Lytx, Inc  
Main Line Health

Maxim Integrated  
Mediation Arbitration Professional Systems, Inc.  
Medical Mutual  
Medical Mutual of Ohio  
Medline  
Meredith Corporation  
Meriter Health Services  
MidAmerican Energy Pacifcorp  
Miraca Life Sciences  
Mitchell International  
MMO Brewer-Garrett  
MMO Universal Metal Products  
MMO West Geauga  
Momentum Health  
Moody Bible Institute  
Moran Towing Corporation  
Mountain Management Services  
MYND Analytics  
National Gypsum Company  
NCR Corporation  
NEXANS USA INC.  
Nippon Life Benefits  
Noble Group  
Nokia USA  
Norbord, Inc.  
NORDAM  
Norris Asphalt Paving Co.  
Northwest Smiles  
OB Sports  
Ohio Insurance Serv.  
Optimum Health Solutions  
Oriental Trading Company  
ORRIANT  
Paradigm Services Group, LLC  
PG & E Corporation  
Pinnacle Entertainment  
Pioneer Natural Resources  
PLC Medical Services  
Polsinelli  
Progressive  
Prominence Health Plan  
Raytheon  
Red Cedar Services, Inc.  
RedBrick Health Corporation  
Reddy Ice Holdings, Inc.  
Reliance Steel & Aluminum Co.  
RESECO Advisors  
RH - Cordevall L.P.  
RH - RHR California Services  
RH - Rosewood Washington D.C.

RH - The Carlyle LLC  
Rich Products Corporation  
Rosewood Hotel GROUP  
RSI Home Products  
Sanmina Corporation  
SC Johnson  
Service Experts LLC  
Shelton School  
Solis Mammography  
St Charles Healthy System, INC.  
State of Rhode Island  
Stimson Lumber  
Systemax  
Telligen, Inc  
Texas Health Partners Diag.  
Texas Health Presbyterian Hosp  
The Brandt Companies, LLC  
THHMHS-TX Health Partners  
THOMPSON COBURN, LLP  
THPHR-TX HEALTH PARTNERS  
Travel and Transport  
TRIHYDRO  
Tronox Inc.  
TSG Resources  
Ubuntu International  
Ultra Electronics, Inc.  
UMR  
United Technologies Corp  
University of Michigan  
University of Pittsburgh  
University of Washington  
US Healthworks  
Valley Schools Employee  
Wabash National  
Waters Technologies  
WellnessFX  
Welltok  
Westat  
Wilsonart

#### **Vendors**

200 NNH, LLC  
96-OP PROP, LLC  
AbeTech, Inc.  
Access Corp.  
Accounting & Advisory Services  
Accounting Principals  
ADP  
AG RX  
AIG



AirWatch, LLC	Certified Languages Intern'l
Allied Global Services, LLC	Certified Web Serv
Alphagraphics	Cervenka Green Antonelli LLC
American Box Company	CFG, LLC
American Driving Records	Chaffee Lock & Key
American Express	Chasadee Davis
American Marking Systems	Chin & Curtis LLP
American Proficiency Institute	Choate Hall & Stewart LLP
American Stock	Cintas Corporation #0479
Anderson & Kreiger LLP	Cintas Corporation #430
Answer Connect	Cintas First Aid & Safety
Aramark Uniform Services	Cisco Capital
Archive Systems, Inc	Cisco Systems Capital Corp
Ariba, Inc.	City of Warwick Tax Collector
Arkey Green	City Wide Maintenance
Arrowhead Scientific, Inc.	City Wide Maintenance Co., Inc
Assurebridge, Inc.	Clifford Power Systems, Inc.
AT&T Corp.	Clinical Reference Laboratory
Atrion Inc./Carousel	Cobb Refrigeration LLC
Automated Packaging Systems	Colorado Dept of Labor
AVIOQ, INC	Comcast
AXA Financial, Inc.	Compass IT Compliance
Ballast Lane Applications	Computershare Governance Services Inc.
Bell Medical Services, Inc.	Concentra
Best Brew Coffee	CONCENTRA - RI
BioWaste, LLC	Concur Technologies, Inc.
Blue Cross Blue Shield of KC	Confluence Health
Borzal Consulting, Inc.	Conga Composer
Boundless Network Inc.	Connecticut DOR
Boyd Total Delivery Systems	Consolidated Communications
Brand Registration Office	COR Prominence, LLC
Brillio, LLC	COREMEDICA Laboratories INC
Broadridge Investor Communication Solutions, Inc.	Cox Communications
Brooke Army Medical Center	Coyote Logistics LLC
Brunos Semi Trailers	Crosstown Press
Bublitz Material Handling	Crown Packaging
California State Controller	CT Corporation
Canon Financial Services, Inc.	CVS Pharmacy
Canon Solutions America	Dallas County Tax Office - John R. Ames
Cantor Fitzgerald & Co.	Databank IMX LLC
CARDINAL HEALTH	DCL
Career Builder	DCL INC.
Carella, Byrne, Cecchi, Olstein, Brody & Agnello, P.C.	DE LAGE LANDEN
Carenet Healthcare Services	Delaware Department of Labor
Cavern Technologies	Delaware DOL
CBIZ MHM, LLC	Dell Financial Services
Century Equity Partners	Department of Ecology - State of Washington
Century Link	Department of Employment Services - Washington, DC
Cerner Corp	Department of Labor and Industries - Seattle

Department of the Air Force  
Department of Workforce Dev.  
Dept of Labor & Industries  
Dept of Workforce Services  
Dhruv Technology Solutions Inc  
Dickinson Company  
Direct Communications  
Discount Drug Mart, Inc.  
Discovery Benefit Claim Fund  
DiscoveryOrg LLC  
District of Columbia  
Doucet Consulting  
Dr. David Ashley  
EASYPERMIT POSTAGE  
ecfirst.com  
EGENCIA  
Eliassen Group LLC  
EMMA INC  
Engage Mobile  
Engage2Excel  
Enrageous DESIGN  
ENTERPRISE RENT-A-CAR  
Equifax Consumer Services  
Eurus Technologies LLC  
Evergreen Clinic  
EXAMPLUS  
Favorite Healthcare Staffing  
FaxLogic, LLC  
FedEx  
First Object, Inc  
Fisher Health Care  
Fisher Healthcare  
Florida Dept of Revenue  
Foley & Lardner LLP  
Folio Investments, Inc  
Ford Credit  
Form Swift  
FRANK BAZOS  
Frontier Communications  
GBF, INC  
Gem Mechanical Services, Inc.  
Georgia Department of Revenue  
GO2 PARTNERS/LAB MEDIA  
GoldFax  
Grant Thornton LLP  
GRAVES GILBERT CLINIC  
GRAY, BARBARA GAIL  
Greenwich Mills, LLC  
Group Dynamic Inc  
Haldex

Hallmark  
Hammel Scale of Kansas City  
Hanson Medical Services, Inc  
Hanson Medical Systems  
HARLA SOMERS  
Health Enhancement Research Or  
Health Enhancement Systems  
HEALTHCARE PARTNERS  
HEALTHNOW NEW YORK, INC.  
HEALTHPARTNERS  
Healthwise, Inc  
Hewlett Packard  
HNI Corporation  
HOME ACCESS HEALTH CORPORATION  
Hostway  
IBM CORPORATION  
Ice Systems, Inc  
IMAGE QUEST  
InCorp Services, Inc.  
Indeed  
INDEED, INC  
Indiana Dept of Revenue  
INGERSOLL RAND  
Inmark LLC  
Insight Direct USA, Inc.  
Integrated Benefits Institute  
INTEGRITY PRODUCTS, INC.  
International Translation Serv  
IOD Incorporated  
IPSWITCH, INC.  
Iron Mountain Inc.  
J. Black Associates  
JACKSON LEWIS P.C.  
JAMES PRINTING  
JIM FOREMAN  
JMS ADVISORY GROUP, LLC  
Johnson Controls  
Johnson County Treasurer  
Karen J. Fong, LLC  
KC Series of Lockton Companies  
KCP&L  
KENAI DESIGN STUDIO  
Konica Minolta  
Labcorp  
Laboratory Corporation  
LARRY FERGUSON  
LAWRENCE PAPER CO.  
Liberty Cleaning Company  
LIFESECURE INSURANCE COMPANY  
LOCKTON COMPANIES

Lori Dustin  
Louisiana Dept of Revenue  
Lutheran Family Services of Nebraska  
Massachusetts Dept of Revenue  
MEARA WELCH BROWNE, P.C.  
MEDASSURE  
Mediant Communications Inc.  
Medical Staffing Network  
MEDIPURPOSE, INC  
MEDLINE INDUSTRIES, INC  
MEDLINE INDUSTRIES, INC.  
MERCY MEDICAL SERVICES  
MEREDITH CORPORATION  
Michael McEachern  
MICROSOFT  
Microsoft Corporation  
MIDWEST SIGN COMPANY  
Millennium Consulting  
MinuteClinic Diagnostic  
MISSISSIPPI DEPT OF REVENUE  
MISSOURI DIVISION EMPLOYMENT  
MONTANA DEPARTMENT OF REVENUE  
Moore Medical  
Muto Advisors, LLC  
NASDAQ CORPORATE SOLUTIONS LLC  
National Grid  
NaviSite, LLC  
ND Data Group of RI  
Netanium  
New England Employee Benefits Council  
NEW MEXICO TAXATION AND  
NEXLINK COMMUNICATIONS  
North Dakota Office of State  
NYS Estimated Corporation Tax  
NYSE Market  
NYSIF Disability Benefits  
Occupational Health Centers of the Southwest, P.A.  
Office Team  
OHIO ATTORNEY GENERAL  
OMNI COLOR PRINTING  
OmniColor  
OMNIColor PRINTING  
Optisom, LLC  
ORASURE TECHNOLOGIES, INC.  
Oregon Department of Revenue  
ORKIN INC.  
PARCEL AUDIT PROS INC.  
PAUL DAOUST  
PDHI  
PENNSYLVANIA DEPT OF HEALTH

Pitney Bowes  
PITNEY BOWES GLOBAL FINANCIAL  
PMCM, LLC  
Pocatello Community Care  
PR Newswire Association LLC  
PROPIO LANGUAGE SERVICES  
Publix Super Markets, Inc.  
Purchase Power - Pitney Bowes  
PWC PRODUCT SALES LLC  
Quality Systems Inc  
Quest Diagnostics  
R&L Carriers  
Regus Management Group LLC  
reSourcing, LLC  
RGH OCCUPATIONAL MEDICINE  
RIBGH  
Ricoh USA  
Ricoh USA, Inc  
ROCHE DIAGNOSTICS  
ROCHESTER REGIONAL HEALTH  
ROCK CREEK FAMILY MEDICINE  
RONALD APRAHAMIAN  
RSM US LLP  
RSUI GROUP, INC.  
RUBIN BROWN LLP  
Safia Berrefas  
SAGE CHECKS & FORMS  
Salesforce.com Inc  
Sansiveri, Kimball & Co. LLP  
Sarah Strahm  
SAVVIS  
SCITECK DIAGNOSTICS  
Security Equipment, Inc  
SHI International Corp  
Shred-IT USA  
SHRED-IT USA LLC  
Silkroad  
SILVER PINE MEDICAL GROUP  
SIMPLEXGRINNELL  
SM Berger & Company  
Smart ERP Solutions Inc  
Software Quality Assc, LLC  
SOLOMON PAGE GROUP LLC  
South Carolina Dept of Revenue  
Southwest Cabling, LLC  
Spencer Fane Britt & Browne  
Sprint Corporation  
Starpoint Solutions, A Yoh Company  
STATE OF NEW JERSEY  
STERICYCLE, INC.

SurveyGizmo  
SYSTEM ID WAREHOUSE, INC  
Take Care Health Pennsylvania  
TEKSYSTEMS, INC.  
Temp-Con  
TENNESSE DOR  
THE DOCTORS' CLINIC  
The Employment Security Division - Nevada  
The Executive Search Group  
THE LAWRENCE PAPER COMPANY  
THERMOSAFE BRANDS  
THOMAS WATFORD  
TLC HomeCare & Nursing  
TRANSWORLD SYSTEMS INC.  
TRANSYSTEMS CORPORATION  
Twine Health  
ULINE  
UMB Bank, N.A.  
UNITED HEALTHCARE  
UNITED OFFICE PRODUCTS  
United Parcel Service  
US Bank Equipment Finance  
US Cloud LC  
US POSTAL SERVICE - OLATHE  
US POSTAL SERVICE - SHAWNEE  
Utah State Tax Commission  
VAR Technology Finance  
Ventura County Environmental Health Division  
VERITIV  
Verizon Communications  
Verizon Fios  
Verizon Wireless  
VERMONT DEPARTMENT OF LABOR  
VICKY SAVAS, M.D.  
Vision Service Plan  
VOLK & BELL BENEFITS  
Voya Financial  
VWR INTERNATIONAL INC  
W.W. Grainger  
Waikato Inc  
Walgreens  
Waste Management  
WASTE MANAGEMENT OF RI  
WELCOA  
Wellness Corporate Solutions  
Wellness Layers Inc.  
Wellsource, Inc.  
West Unified Communications  
WILBURN MEDICAL USA  
Windstream Enterprise

WORKIVA INC.  
Yellow Pages United  
Zacks Investment Research  
Zipongo, Inc.  
ZURICH NORTH AMERICA INSURANCE

### **Litigation & Accruals**

Abriella Lanier  
Accountable Health Solutions  
Antonio Ornelas  
AT&T Corp.  
Cantor Fitzgerald & Co.  
Cleaning Up, LLC  
College Crossing EFGH, LLC  
Engage 2 Excel  
F.D.I Medical/Fitness Distributors  
FedEx  
Fisher Scientific  
Gina Dykes and Jeffery Dykes  
Hanson Medical  
Henry Dubois  
Labcorp  
Litigation & Accruals  
Millennium Consulting  
Optisom, LLC  
Richa Ahula  
Ruan (Des Moines Lease)  
Wellness Corporate Solutions  
Zipongo, Inc.

### **Real Estate**

96-OP PROP, LLC  
Greenwich Mills, LLC  
National Grid  
Qvidian Corporation

### **Capital Leases**

Cisco

### **Secured Debt**

Century Equity Partners  
CNH Finance, LP  
SWK Holdings Corporation

### **Professional Firms**

Brown Rudnick LLP  
Burns & Levinson  
CBIZ (Mayer Hoffman McCann P.C.)  
Foley  
Mike MacKeen

Mike McEachern  
Phoenix Management  
Raymond James  
Rick Darer  
SpenserFane  
Westport Equity Partners

**Director and Officers**

Chuck Gillman  
David Ashley M.D. MBA  
Dr. Elaine Rigolisi  
Ernie Sifford  
Frank Bazos  
Gus D. Halas  
Heather Provino  
Henry E. Dubois  
James E. Fleet  
James Foreman  
Kevin T. Johnson  
Larry Ferguson  
Marc Salois  
Mark Clermont  
Mark J. Emkjer  
Paul Daoust  
Ronald V. Aprahamian  
Steven R. Balthazor  
Thomas A. Watford  
Thomas Basiliere  
Tom Collins  
Tracy Bradford  
Tracy D. Mackey

**Shareholders**

Aracle SPF V, LLC  
Bard Associates, Inc.  
Brio Capital Mgmt  
John Pappajohn  
Lincoln Park Capital  
Wellfleet (Mark Lev)  
WH-HH Holdings

**Unsecured Creditor**

Abriella Lanier  
Allied Global Services, LLC  
American Express  
AT&T Corp.  
Blue Cross Blue Shield of KC  
Cantor Fitzgerald & Co.  
Clinical Reference Laboratory  
College Crossing EFGH, LLC

Eliassen Group LLC  
Engage2Excel  
FedEx  
Grant Thornton LLP  
Hallmark  
Hanson Medical Systems  
Henry Dubois  
Laboratory Corporation  
MinuteClinic Diagnostic  
Moore Medical  
ND Data Group of RI  
Netanium  
NYSE Market  
Optisom, LLC  
Quest Diagnostics  
Richa Ahuja  
Salesforce.com Inc  
Spencer Fane Britt & Browne  
Steven Balthazor  
United Parcel Service  
Wellness Corporate Solutions  
Zipongo, Inc.

**Committee Member**

MinuteClinic, L.L.C. (CVS Health)  
Moore Medical  
ND Data Group of RI d/b/a New Directions

**Bankruptcy Judges**

Cecelia G. Morris  
James L. Garrity Jr.  
Martin Glenn  
Mary Kay Vyskocil  
Michael E. Wiles  
Robert D. Drain  
Robert E. Grossman  
Sean H. Lane  
Shelley C. Chapman  
Stuart M. Bernstein

**US Trustee's Office**

Amanda Cassara  
Andrea B. Schwartz  
Andy Velez-Rivera  
Benjamin J. Higgins  
Brian S. Masumoto  
Cheuk M. Ng  
Danny A. Choy  
Ercilia A. Mendoza  
Greg M. Zipes

Ilusion Rodriguez  
Linda A. Riffkin  
Maria Catapano  
Mary V. Moroney  
Nadkarni Josphe  
Paul K. Schwartzberg  
Richard C. Morrissey  
Serene Nakano  
Shannon Scott

Susan Arbeit  
Sylvester Sharp  
Victor Abriano  
WILLIAM K. HARRINGTON

**Governmental Entities**

Securities and Exchange Commission  
Texas Tax Comptroller.

**Exhibit B-2**

**Parties in interest, or affiliates thereof that currently engage, or are serving in matters with BRG, sorted by their relationship to the Debtor, that are unrelated to these Cases, are as follows:**

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Aetna	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Andrews Kurth LLP	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Awana	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Best, Best & Krieger LLP	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Chrysler	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Conoco Phillips Company	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Disney	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Diversified Communications	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Elbit Systems of America	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Ernst & Young	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
FM Global	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Hallmark	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
HealthNow New York Inc.	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Henkel Corporation	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Hub International Limited	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Humana	Customers	Current client of BRG; work for Humana accounts for just slightly over 1% of BRG's revenue in the trailing 12 months; work done for party in interest is unrelated to the Debtors
JP Morgan Chase & Co.	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Lumentum Operations, LLC	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Lytx, Inc	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Maxim Integrated	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Medical Mutual of Ohio	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Medline	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Meredith Corporation	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
NCR Corporation	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Noble Group	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Nokia USA	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
PG & E Corporation	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Pinnacle Entertainment	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Polsinelli	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Progressive	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
Raytheon	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Rich Products Corporation	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Sanmina Corporation	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
SC Johnson	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
State of Rhode Island	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Telligen, Inc	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
The Brandt Companies, LLC	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Thompson Coburn, LLP	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
University of Michigan	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
University of Pittsburgh	Customers	Current client of BRG; work done for party in interest is unrelated to the Debtors
University of Washington	Customers	Party in interest in a BRG active matter that is unrelated to the Debtors
Accounting Principals	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
ADP	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
AIG	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
AirWatch, LLC	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
American Express	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
American Stock	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Aramark Uniform Services	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
AT&T Corp.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors



<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Blue Cross Blue Shield of KC	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Boundless Network Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
California State Controller	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Canon Financial Services, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Canon Solutions America	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Cantor Fitzgerald & Co.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Cardinal Health	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Century Link	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Choate Hall & Stewart LLP	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Cintas Corporation #0479	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Cintas Corporation #430	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Cisco Capital	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Cisco Systems Capital Corp	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
City of Warwick Tax Collector	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Comcast	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Concur Technologies, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Consolidated Communications	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Cox Communications	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Coyote Logistics LLC	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
CT Corporation	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
CVS Pharmacy	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
De Lage Landen	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Delaware Department of Labor	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Delaware DOL	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Dell Financial Services	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Department of Labor and Industries - Seattle	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Department of Ecology - State of Washington	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Department of the Air Force	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Department of Workforce Dev.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Dept of Labor & Industries	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Dept of Workforce Services	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Dickinson Company	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
District of Columbia	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Egencia	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Enterprise Rent-A-Car	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Equifax Consumer Services	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
FedEx	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Fisher Health Care	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Florida Dept of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Foley & Lardner LLP	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Ford Credit	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Frontier Communications	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Georgia Department of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Grant Thornton LLP	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Hallmark	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Healthcare Partners	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Healthnow New York, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Healthpartners	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Hewlett Packard	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
IBM Corporation	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Indeed	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Indiana Dept of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Ingersoll Rand	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Insight Direct USA, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Iron Mountain Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Jackson Lewis P.C.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Johnson Controls	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Johnson County Treasurer	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
KCP&L	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Konica Minolta	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Labcorp	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Laboratory Corporation	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Lockton Companies	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Lori Dustin	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Louisiana Dept of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Massachusetts Dept of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Medline Industries, Inc	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Medline Industries, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Mercy Medical Services	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Meredith Corporation	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Microsoft	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Microsoft Corporation	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
MinuteClinic Diagnostic	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Mississippi Dept of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Missouri Division Employment	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Montana Department of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
NASDAQ Corporate Solutions LLC	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
National Grid	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
New Mexico Taxation And	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
North Dakota Office of State	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
NYS Estimated Corporation Tax	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
NYSIF Disability Benefits	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Office Team	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Ohio Attorney General	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Oregon Department of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Pennsylvania Dept of Health	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Pitney Bowes	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Pitney Bowes Global Financial	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
PR Newswire Association LLC	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Publix Super Markets, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
PWC Product Sales LLC	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Quest Diagnostics	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
R&L Carriers	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Ricoh USA	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Roche Diagnostics	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
RSM US LLP	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
RSUI Group, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Salesforce.com Inc	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Security Equipment, Inc	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
SHI International Corp	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Shred-IT USA	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Shred-it USA LLC	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Silkroad	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Simplexgrinnell	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Solomon Page Group LLC	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
South Carolina Dept of Revenue	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Sprint Corporation	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Starpoint Solutions, A Yoh Company	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
State of New Jersey	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Stericycle, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Teksystems, Inc.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
The Employment Security Division - Nevada	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Uline	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
UMB Bank, N.A.	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
United Healthcare	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
United Parcel Service	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
US Bank Equipment Finance	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
US Postal Service - Olathe	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
US Postal Service - Shawnee	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
Utah State Tax Commission	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Ventura County Environmental Health Division	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Veritiv	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Verizon Communications	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Verizon Fios	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Verizon Wireless	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Vermont Department of Labor	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Vision Service Plan	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Voya Financial	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
VWR International Inc	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
W.W. Grainger	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Walgreens	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Waste Management	Vendors	Current client of BRG; work done for party in interest is unrelated to the Debtors
West Unified Communications	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
Wilburn Medical USA	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Zurich North America Insurance	Vendors	Party in interest in a BRG active matter that is unrelated to the Debtors
AT&T Corp.	Litigation & Accruals	Party in interest in a BRG active matter that is unrelated to the Debtors
Cantor Fitzgerald & Co.	Litigation & Accruals	Party in interest in a BRG active matter that is unrelated to the Debtors
FedEx	Litigation & Accruals	Current client of BRG; work done for party in interest is unrelated to the Debtors
Fisher Scientific	Litigation & Accruals	Party in interest in a BRG active matter that is unrelated to the Debtors
Labcorp	Litigation & Accruals	Current client of BRG; work done for party in interest is unrelated to the Debtors
National Grid	Real Estate	Current client of BRG; work done for party in interest is unrelated to the Debtors
Cisco	Capital Leases	Current client of BRG; work done for party in interest is unrelated to the Debtors
Brown Rudnick LLP	Professional Firms	Party in interest in a BRG active matter that is unrelated to the Debtors
Burns & Levinson	Professional Firms	Party in interest in a BRG active matter that is unrelated to the Debtors
CBIZ (Mayer Hoffman McCann P.C.)	Professional Firms	Party in interest in a BRG active matter that is unrelated to the Debtors
Foley	Professional Firms	Party in interest in a BRG active matter that is unrelated to the Debtors
Phoenix Management	Professional Firms	Party in interest in a BRG active matter that is unrelated to the Debtors
Raymond James	Professional Firms	Party in interest in a BRG active matter that is unrelated to the Debtors
American Express	Unsecured Creditor	Party in interest in a BRG active matter that is unrelated to the Debtors
AT&T Corp.	Unsecured Creditor	Party in interest in a BRG active matter that is unrelated to the Debtors
Blue Cross Blue Shield of KC	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
Cantor Fitzgerald & Co.	Unsecured Creditor	Party in interest in a BRG active matter that is unrelated to the Debtors
FedEx	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
Grant Thornton LLP	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
Hallmark	Unsecured Creditor	Party in interest in a BRG active matter that is unrelated to the Debtors
Laboratory Corporation	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
MinuteClinic Diagnostic	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
Quest Diagnostics	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
Salesforce.com Inc	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
United Parcel Service	Unsecured Creditor	Current client of BRG; work done for party in interest is unrelated to the Debtors
MinuteClinic, L.L.C. (CVS Health)	Committee Member	Current client of BRG; work done for party in interest is unrelated to the Debtors

<b>Name (Party in Interest)</b>	<b>Relationship to Debtor</b>	<b>Relationship to BRG</b>
Moore Medical (McKesson Corp)	Committee Member	Current client of BRG; work done for party in interest is unrelated to the Debtors
Securities and Exchange Commission	Governmental Entities	Party in interest in a BRG active matter that is unrelated to the Debtors

# **EXHIBIT C**





Effective as of September 6, 2018

**Official Creditors' Committee of Hooper Holmes Inc. d/b/a Provant Health, et al.**

Re: Engagement Letter Regarding *In re Hooper Holmes, Inc. d/b/a Provant Health, et al.*,  
Case No. 18-23302

This letter agreement (the "Agreement") confirms the terms under which the Official Committee of Unsecured Creditors of *In re Hooper Holmes, Inc. d/b/a Provant Health, et al.* (the "Committee") has engaged Berkeley Research Group, LLC ("BRG"), effective as of September 6, 2018 (the "Effective Date"), to provide financial advisory services to the Committee in connection with the Chapter 11 cases (the "Cases") of Hooper Holmes, Inc. d/b/a Provant Health and its affiliated debtors and debtors-in-possession (the "Debtors"), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

**1. Services**

All of the services that BRG will provide to the Committee will be: (i) appropriately directed by the Committee, and (ii) performed in accordance with applicable standards of the profession. BRG will provide such financial advisory services to the Committee and Brown Rudnick LLP ("Brown Rudnick" and/or "Counsel"), its legal advisor, as they deem appropriate and feasible in order to advise the Committee in the course of the Case, including but not limited to the areas listed below. BRG intends to regularly communicate with the Committee and Brown Rudnick to ensure that the actual financial advisory services performed are appropriate based on the status of the Cases and needs of the Committee. BRG will coordinate the execution of its services with Counsel to avoid any duplication of effort. The areas noted below may be modified during the course of the Cases as appropriate in consultation with the Committee.

- a) Advising and assisting the Committee with respect to any debtor-in-possession financing arrangements and/or use of cash;
- b) Providing the Committee assurance of the Debtors' compliance with the approved uses of cash collateral;
- c) Reviewing cash disbursements and capital requirements on an on-going basis for the period subsequent to the commencement of the Cases;
- d) Advising and assisting the Committee and Counsel in reviewing and evaluating any court motions, applications, or other forms of relief, filed or to be filed by the Debtors, or any other parties-in-interest;
- e) Evaluating relief requested in cash management motion, including proper controls related to financial transparency into intercompany transactions;



- f) Assisting Counsel in the investigation of properly perfected liens, including performing cash tracing and establishing identifiable collateral proceeds, if any;
- g) Monitoring and critically challenging the asset sale process or processes conducted by the Debtors;
- h) Advising and assisting the Committee in identifying and/or reviewing any preference payments, fraudulent conveyances, and other potential causes of action that the Debtors' estates may hold against insiders and/or third parties;
- i) Analyzing both historical and ongoing related party transactions of the Debtors and non-Debtor affiliates;
- j) Providing electronic forensic assistance as necessary;
- k) Advising and assisting the Committee in its analysis and monitoring of the Debtors' and non-Debtor affiliates' historical, current, and projected financial affairs, including, SEC filings, schedules of assets and liabilities and statement of financial affairs;
- l) Monitoring the Debtors financial performance relative to projections to enable the Committee to evaluate any relevant operational issues and validate underlying operational and financial business plan assumptions against historical financial and cash flow performance;
- m) Analyzing the Debtors' and non-Debtor affiliates' assets and possible recoveries to creditor constituencies under various scenarios;
- n) Monitoring Debtors' claims management process, including analyzing claims and guarantees, and summarizing claims by entity
- o) Reviewing and providing analysis of any bankruptcy plan and disclosure statement relating to the Debtors including, the assessment of projections to ensure any plan or reorganization is supported by a credible business plan/projections, and if applicable, the development and analysis of any bankruptcy plans proposed by the Committee;
- p) Advising and assisting the Committee in its assessment of the Debtors' employee needs and related costs;
- q) As appropriate and in concert with the Committee's other professionals, analyzing any prior sale or purchase processes and transactions and assessing the reasonableness of the process and the consideration received;
- r) Working with the Debtors' advisors to ensure that any restructuring or sale transaction is structured to minimize tax liabilities to the estate; and



- s) Performing other potential services, including: rendering expert testimony, issuing expert reports and or preparing litigation, valuation and forensic analyses that have not yet been identified but as may be requested from time to time by the Committee or Counsel.

In addition to services related to these areas, we understand that we may be requested to participate, at your request and to the extent appropriate, in meetings and discussions with the Committee, the Debtors, and the other parties-in-interest and with their respective professionals.

## 2. **Work Product**

BRG will submit its evaluations and analyses pursuant to this engagement in periodic oral or written reports. Before submitting our reports to you, it may be necessary and appropriate for us to review certain information with management or the advisors of the Debtors for accuracy and validity. Written reports will not be given to the Debtors without your prior approval.

## 3. **Debtors' Cooperation**

In order for us to perform our services, it will be necessary for our personnel to have access to certain books, records and reports of the Debtors and certain non-Debtor subsidiaries, and have discussions with their personnel and advisors. Accordingly, we assume that the Debtors have agreed to cooperate with our personnel, and to make available their personnel and any books, records and other sources from which data can be obtained.

## 4. **Effect on Operations**

We will perform our services in a manner which, we believe, will permit the business operations of the Debtors to proceed in an orderly manner, subject to the requirements of this engagement; our personnel may need to be on site to review data located at the offices of the Debtors and to discuss matters with their personnel.

## 5. **Disclaimers Regarding Verification, Audit, Reliance, Scope and Update**

Our reports will encompass only matters that come to our attention in the course of our work that we perceive to be significant in relation to the objectives of our engagement. Because of the time and scope limitations implicit in our engagement and the related limitations on the depth of our analyses and the extent of our verification of information, we may not discover all such matters or perceive their significance. Accordingly, we will be unable to and will not provide assurances in our reports concerning the integrity of the information used in our analyses and on which our findings and advice to you may be based. We understand, and you acknowledge, that we are not being requested to perform an audit nor apply generally accepted auditing standards or procedures. We understand, and you acknowledge, that we are entitled, in general, to rely on the accuracy and validity of the data disclosed to us or supplied to us by employees and representatives of the Debtors. We will not, nor are we under any obligation to, update data submitted to us or review any other areas unless you specifically request us to do so.

## 6. **Level-of-Effort**



Our work will be performed on a “level-of-effort” basis; that is, the circumstances of our engagement may cause our advice to be limited in certain respects based upon, among other matters, the extent of sufficient and available data and the opportunity for supporting investigations in the time period.

**7. Committee Engagement**

BRG is providing its services as the financial advisor to the Committee, and is not providing any services on behalf of the individual members of the Committee. To the extent any issue arises as to the scope, nature or substance of BRG’s analysis, BRG and the Committee, with the advice of Counsel, shall in good faith work to mutually resolve such issue.

**8. Client Confidentiality**

We understand that the Committee has agreed to treat any information received from BRG, whether orally or in writing, with the utmost confidentiality and, except as provided in this letter, will not publish, distribute or disclose in any matter any information developed by or received from us without our prior or written approval. Such approval shall not be unreasonably withheld. Our approval is not needed if (a) the information sought is required to be disclosed by an order binding on the Committee, Committee counsel, or BRG, issued by a court having competent jurisdiction over BRG (unless such order specifies that the information to be disclosed is to be placed under seal), (b) such information is otherwise publicly available, or (c) such information is shared with you by the Debtors.

If access to any of the materials in our possession relating to this engagement is sought by a third party, we will promptly notify you of such action, tender to you our defense responding to such request, and cooperate with you concerning our response thereto. In the event that we are subpoenaed as the result of any work performed for you in connection with this engagement, you agree that you will compensate us for our time involved, plus our reasonable attorneys’ fees and expenses, in responding to such subpoena(s).

**9. BRG Confidentiality**

We agree that all information, not publicly available, which is received by us from you or the Debtors in connection with this engagement, will be treated confidentially by BRG, except as required by an order, subpoena or similar legal requirement binding on BRG issued by a court or administrative body of competent jurisdiction (subject to the terms set forth below) or as authorized by you in writing.

**10. Fees and Expenses**

BRG’s fees are typically based on the actual hours charged at our standard hourly rates, which are in effect when the services are rendered. Hourly rates may change in the future from time to time and are typically adjusted annually. The rates charged by BRG professionals, before the agreed upon discount, are currently as follows:

Managing Director	\$675 - \$995
Director	\$505 - \$740
Professional Staff	\$260 - \$510



Support Staff \$135 - \$195

The rates for the BRG professionals principally anticipated to be assigned to this engagement are as follows: Christopher Kearns (\$995), David Galfus (\$995), Richard Wright (\$740), Brian Park (\$360), and Aldo Dianderas (\$275). As discussed and agreed to with the Committee, for purposes of this engagement, BRG will discount its standard hourly rates by fifteen (15%) percent.

In addition, BRG will be reimbursed for our reasonable, direct, out-of-pocket expenses including, but not limited to, travel and lodging expenses, costs of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes, and other direct expenses.

Further, in the event we are requested to produce any documents or to provide testimony at or in connection with any a judicial or administrative proceeding relating to this matter (pursuant to subpoena, legal process, or otherwise), BRG will be reimbursed at standard billing rates for all professional time and expenses, including reasonable attorneys' fees, incurred in preparing for and responding to such requests for production of documents or testimony.

BRG will submit to the Bankruptcy Court fee statements and applications for all services rendered and expenses incurred pursuant to the procedures set forth in the Interim Compensation Order. It is our understanding that all invoices will be paid by the Debtors, subject to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the local rules of the Bankruptcy Court with jurisdiction, and pursuant to any additional procedures that may be established by the Bankruptcy Court specific for this matter.

BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to Committee Counsel), shall be liable for the fees, expenses or other amounts payable to BRG hereunder.

It is understood that if BRG is requested to support Counsel in connection with any causes of action, including the preparation of an expert report and providing expert testimony, BRG will be compensated at our regular hourly rates, subject to the agreed upon discount noted herein, in effect at the time, and reimbursed for reasonable out of pocket expenses (including counsel fees).

#### 11. **Indemnification**

In connection with our engagement to provide consulting services to the Committee, the Debtors agrees to indemnify and hold harmless BRG against any and all losses, claims, damages, liabilities, penalties, judgments, awards, costs, fees, expenses and disbursements including, without limitation, defending any action, suit, proceedings or investigation (whether or not in connection with a proceeding or litigation in which BRG is a party), directly or indirectly, caused by, related to, based upon, arising out of or in connection with the engagement of BRG or any services rendered pursuant to such engagement, unless there is a final non-appealable order of a court of competent jurisdiction, finding BRG directly liable for gross negligence or willful misconduct. The foregoing indemnification obligations of the Debtors shall survive any termination of this Agreement. These indemnification provisions extend to the employees,



representatives, agents, independent contractors, counsel and affiliates of BRG. All requests for payment of indemnity provided herein shall be made by means of an application and review of the Bankruptcy Court in accordance with an order of the Bankruptcy Court approving the Committee's engagement of BRG. We acknowledge that neither the Committee nor any of its individual members shall have any liability hereunder for the indemnification in favor of BRG by the Debtors.

12. **Advertising**

Notwithstanding anything to the contrary contained herein, BRG shall have the right to disclose this engagement and/or the successful completion of its services hereunder in advertisements describing its services placed, at its own expense, in financial and other newspapers or otherwise.

13. **Conflicts**

We confirm that no Managing Directors and Directors of BRG have any financial interest or business connection with the Debtors and, as more fully described in the affidavit of David Galfus in support of BRG's retention by the Committee, we are aware of no matter that would constitute a conflict in connection with this engagement. BRG has been engaged by, currently is engaged by and in the future will likely be engaged by certain entities that are involved in these cases, including members of the Committee, claimants or interest holders of the Debtors, their subsidiaries and affiliates, in matters wholly unrelated to the Debtors, their bankruptcy cases or such parties' claims against or interest in the Debtors. In addition, BRG sometimes is engaged by formal and *ad hoc* committees of creditors and interest holders in bankruptcy and other financial restructuring matters. Accordingly, we believe that such engagements have no bearing on the services for which BRG is being engaged in these Cases. BRG will not advise any of these entities with respect to the Debtors' bankruptcy case or have any relationships with any such entities that would be adverse to the interests of the Committee.

14. **Document Policy**

Pursuant to BRG's document retention policy, in general, short-term documents will be destroyed when no longer relevant to the engagement (such as when a draft report has been superseded or if the information is available publicly or from the Debtor). Work papers associated with our services are the confidential property of BRG. Except as otherwise required by law or special circumstance, at the end of this engagement, or else as otherwise directed by the Committee, BRG will return or destroy (except as necessary for archiving purposes) all case information and provide the Committee with BRG's final work product in appropriate media as agreed by BRG and the Committee.

15. **Termination**

We understand that you may terminate this agreement on thirty days prior written notice. If you terminate this engagement, the Debtor will not be held responsible for fees that accrued after the date of termination, other than those fees and expenses related to any requirement to testify at any administrative or judicial proceeding related to this matter or perform related investigation as specified above.





16. **Modification**

This Agreement (a) constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any other communications, understandings or agreements (both written and oral) among parties with respect to the subject matter hereof, and (b) may be modified, amended or supplemented only by written agreement among all the parties hereto.

It is our intention to work closely with you and to discuss our engagement regularly. This should facilitate our progress and serve to confirm or modify the scope of our engagement on an ongoing basis.

This Agreement may be executed in one or more counterparts, each of which may be signed and transmitted via facsimile or PDF electronic delivery with the same validity as if it were an ink signed document

17. **Closing**

All of us at Berkeley Research Group, LLC thank you for choosing us to advise the Committee, and look forward to working with you on this engagement.

Please sign and return a copy of this engagement letter signifying your agreement with the terms and provisions herein. If you have any questions, please call David Galfus at (201) 587-7117.

Very truly yours,

**Berkeley Research Group, LLC**



Accepted and agreed to as of the Effective Date:

**BERKELEY RESEARCH GROUP, LLC**

By: 

David Galfus

Managing Director, Berkeley Research Group, LLC

Accepted and agreed to as of the Effective Date:

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
*Hooper Holmes, Inc. d/b/a Provant Health, et al.***

By: 

Jonathan O'Reilly, not in his individual or personal capacity, but solely in his capacity as  
authorized signatory for the Committee